

RECORDATION NO. 23767-11  
NOV 21 '06 -10 21 AM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

November 21, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Cession), dated as of November 21, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Assignment (Cession) previously filed with the Board under Recordation Number 23767-B.

The names and addresses of the parties to the enclosed document are:

Assignor: National Railroad Passenger Corporation  
60 Massachusetts Avenue NE  
Washington DC 20002

Owner Trustee/  
Assignee: Amtrak Trust HS-EDC-1  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington DE 19801

Indenture Trustee: Manufacturers and Traders Trust Company  
(successor to Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21201

Mr. Vernon A. Williams  
November 21, 2006  
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A description of the railroad equipment covered by the enclosed document is:

One (1) Dual Cab Locomotive AMTK 651.

A short summary of the document to appear in the index is:

Termination and Release (Cession).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

NOV 21 '06

-10 21 AM

## TERMINATION AND RELEASE

## CESSION

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of November 21, 2006 (this "Termination") is between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), AMTRAK TRUST HS-EDC-1, a Delaware business trust (the "Trust") all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee") and MANUFACTURERS AND TRADERS TRUST COMPANY, successor to Allfirst Bank, a New York banking corporation, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-1), dated as of December 19, 2000 between Indenture Trustee and US Lessor.

WITNESSETH:

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into that certain Assignment (Cession) dated as of December 19, 2001 (the "Cession"), which was filed and recorded on December 18, 2001 at 1:40 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23767-B;

WHEREAS, the Cession provided for the assignment to the Owner Trustee by Amtrak of its rights as lessee of the Units under a Crédit-Bail dated September 25, 2000 (as amended and supplemented, the "Head Lease"), between Amtrak and SNC Fintrack Suroit (the "Head Lessor");

WHEREAS, the Head Lease has been terminated and the Head Lessor has transferred all of its right, title and interest in and to the Units to Owner Trustee pursuant to one or more bills of sale;

WHEREAS, in connection with the foregoing, parties desire to evidence and confirm the termination of the Head Lease and the Cession;

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1. Termination of the Cession and Release of the Units. The Lease is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession is hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid

obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its  
individual capacity by solely as trustee

\_\_\_\_\_  
Name:  
Title:

MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its  
individual capacity by solely as trustee

\_\_\_\_\_  
Name:  
Title: Monica M. Henry  
Assistant Vice President

MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

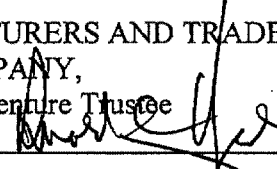
By: \_\_\_\_\_  
Name:  
Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its  
individual capacity by solely as trustee

\_\_\_\_\_  
Name:  
Title:

MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

By:  \_\_\_\_\_  
Name: Donald C. Hargadon  
Title: Vice President

DISTRICT OF COLUMBIA ) ss  
)

On this 17<sup>th</sup> day of November, 2006, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

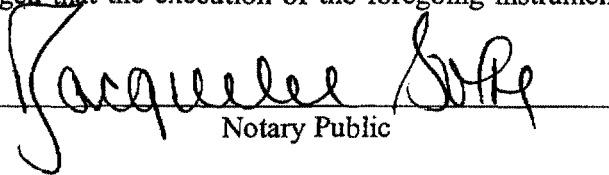
CLisa Kelly  
Notary Public, D.C.

My Commission Expires: July 31, 2009



STATE OF DELAWARE           )  
  ) SS.:  
COUNTY OF NEW CASTLE    )

On this 15 day of November 2006, before me personally appeared Monica M. Henry me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires: JACQUELINE SOLONE  
~~Notary Public~~—State of Delaware  
My Comm. Expires Feb. 4, 2007

STATE OF MARYLAND

)

) ss.:

CITY OF BALTIMORE

)

On this 1<sup>st</sup> day of November, 2006, before me personally appeared Donald H. [unclear] to me personally known, who, being by me duly sworn, says that he/she is a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Vice President by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

*Richard K. Baig*  
4/1/2010

**DESCRIPTION OF UNITS**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
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One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 651
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**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/21/06



\_\_\_\_\_  
Robert W. Alvord